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SEP 13 4 255

Amendment Agreement dated as of August 14, 1972, among Greenville Steel Car Company (hereinafter called the Manufacturer), First Security State Bank (hereinafter called the Company) as Trustee under a Trust Agreement dated as of May 1, 1972, and Mellon National Bank and Trust Company (hereinafter called the Assignee).

WHEREAS the Manufacturer and the Company have entered into a Conditional Sale Agreement dated as of May 1, 1972 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Manufacturer and the Assignee have entered into an Agreement and Assignment dated as of May 1, 1972 (hereinafter called the Assignment); and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter contained, the parties hereto hereby agree as follows:

1. The Conditional Sale Agreement is hereby amended to:

(i) increase the sum specified in item (y) of clause

(ii) of subparagraph (a) of the third paragraph of Article 3 thereof from \$5,625,000 to \$5,800,000 and

(ii) to increase the sum specified in the third sentence of the first paragraph of said Article 3 from \$7,500,000 to \$7,734,000.

2. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.

3. The Company will promptly cause the Amendment Agreement to be filed, recorded, and deposited in accordance with the provisions of Article 20 of the Conditional Sale Agreement.

4. Except as amended hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

GREENVILLE STEEL CAR COMPANY,

by

[Corporate Seal]

LG Bunker
Vice President

Attest:

JB
Assistant Secretary

FIRST SECURITY STATE BANK, as Trustee,

by

[Corporate Seal]

Robert H. Hays
Vice President

Attest:

John F. Record
Assistant Secretary

MELLON NATIONAL BANK AND TRUST COMPANY,

by

[Corporate Seal]

Spencer R. Stuart
Vice President

Attest:

Richard A. Little
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF MERCER,)

On this *29th* day of August 1972, before me personally appeared *H. C. Bucht*, to me personally known, who, being by me duly sworn, says that he is a Vice-President of GREENVILLE STEEL CAR COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lora Smith

Notary Public

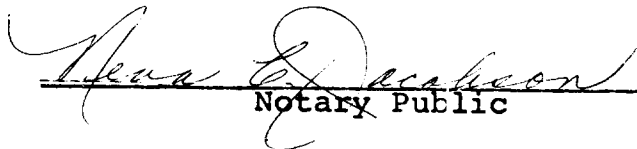
LEORA SMITH, Notary Public

My Commission Expires 12/31/73

[NOTARIAL SEAL]

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this *21st* day of August 1972, before me personally appeared *Robert A. Perry Jr.*, to me personally known, ^{asst.} who, being by me duly sworn, says that he is a Vice President of FIRST SECURITY STATE BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

My Commission expires:

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF ALLEGHENY,)

On this 28th day of August 1972, before me personally appeared Spencer R. Hashett, to me personally known, who, being by me duly sworn, says that he is a Vice President of MELLON NATIONAL BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Charles J. Dietz
Notary Public

[NOTARIAL SEAL]

CHARLES J. DIETZ, Notary Public
Pittsburgh, Allegheny County, Pa.
My Commission Expires
April 29, 1974

ACKNOWLEDGEMENT OF NOTICE OF AMENDMENT
AND CONSENT THERETO

Receipt of a copy of, and due notice of the
amendment made by, the foregoing Amendment Agreement
is hereby acknowledged, and consent thereto is hereby
given, as of August 14, 1972.

THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY,

by

H. G. Allgier

~~VICE~~ President